

Stephen A. Swedlow (admitted *pro hac vice*)
stephenswedlow@quinnemanuel.com
QUINN EMANUEL URQUHART & SULLIVAN, LLP
191 N. Wacker Drive, Suite 2700
Chicago, IL 60606-1881
(312) 705-7400

Kevin Y. Teruya (Bar No. 235916)
kevinteruya@quinnemanuel.com
Adam B. Wolfson (Bar No. 262125)
adamwolfson@quinnemanuel.com
Brantley I. Pepperman (Bar No. 322057)
brantleypepperman@quinnemanuel.com
QUINN EMANUEL URQUHART & SULLIVAN, LLP
865 South Figueroa Street, 10th Floor
Los Angeles, CA 90017-2543
(213) 443-3000

Attorneys for the Klein Plaintiffs

Warren Postman (Bar No. 330869)
wdp@kellerlenkner.com
Jason Ethridge (admitted *pro hac vice*)
jason.ethridge@kellerlenkner.com
KELLER LENKNER LLC
1300 I Street, N.W., Suite 400E
Washington, DC 20005
(202) 918-1123

Ashley Keller (admitted *pro hac vice*)
ack@kellerlenkner.com
Benjamin Whiting (admitted *pro hac vice*)
ben.whiting@kellerlenkner.com
Jason A. Zweig (admitted *pro hac vice*)
jaz@kellerlenkner.com
KELLER LENKNER LLC
150 N. Riverside Plaza, Suite 4270
Chicago, IL 60606
(312) 741-5220

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION**

MAXIMILIAN KLEIN and SARAH
GRABERT, individually and on behalf of all
others similarly situated,

Plaintiffs,

vs.

FACEBOOK, INC., a Delaware corporation
headquartered in California,

Defendant.

Case No. 5:20-cv-08570-LHK

Hon. Lucy H. Koh

Hearing Date: March 18, 2021

**DECLARATION OF STEPHEN A.
SWEDLOW IN SUPPORT OF *KLEIN*
PLAINTIFFS' APPLICATION TO
APPOINT QUINN EMANUEL URQUHART
& SULLIVAN, LLP AND KELLER
LENKNER LLC AS INTERIM CO-LEAD
COUNSEL FOR THE USER CLASS**

1 I, Stephen A. Swedlow, declare:

2 1. I am a partner at Quinn Emanuel Urquhart & Sullivan, LLP (“Quinn Emanuel”) and
3 serve as lead counsel for Plaintiffs Maximilian Klein and Sarah Grabert (“the *Klein* Plaintiffs”) in the
4 case captioned *Klein et al v. Facebook, Inc.*, Case No. 5:20-cv-08570-LHK. Warren Postman, of the
5 law firm Keller Lenkner LLC (“Keller Lenkner”), serves as co-lead counsel for the *Klein* Plaintiffs.

6 2. I respectfully submit this declaration in support of the *Klein* Plaintiffs’ Application to
7 appoint myself, Warren Postman, and our respective firms—Quinn Emanuel and Keller Lenkner—as
8 interim co-lead User Class counsel. I have been actively involved in this action, am familiar with the
9 proceedings, and have personal knowledge of the matters stated herein.

10 **QUINN EMANUEL’S QUALIFICATIONS AND EXPERIENCE**

11 3. Quinn Emanuel is the world’s largest law firm devoted solely to business litigation,
12 with over 800 attorneys in 25 offices spanning 10 countries and 4 continents. Among other accolades,
13 Quinn Emanuel has been named a “litigation powerhouse” by *The American Lawyer*, a “global force
14 in litigation” by *The Wall Street Journal*, and one of “The Four Firms that GCs Fear The Most” by
15 BTI Consulting Group (ten times). *Benchmark Litigation* has named the firm “Tier One” in Antitrust,
16 and we have received several repeat awards for the practice areas at issue in this case, including
17 (among others) being named: “Antitrust Litigation Department of the Year” by *The Recorder* and
18 “Class Action Group of the Year” by *Law360*. True and correct copies of articles detailing these
19 recognitions are attached hereto as **Exhibit A**.

20 4. Quinn Emanuel is also the largest U.S. law firm with a female named partner, and
21 many of its practice groups and its branch offices are headed by women and other diverse attorneys.
22 The Human Rights Campaign Foundation has also awarded Quinn Emanuel a score of 100 percent on
23 its Corporate Equality Index, naming Quinn Emanuel a “Best Place to Work for LGBTQ Equality.”
24 Many of Quinn Emanuel’s female partners have been named to *Law360*’s “Top Female Trial
25 Attorneys,” *The Recorder*’s “Women Leaders in Law,” *Daily Journal*’s “Top Women Lawyers” and
26 “Top 75 Women Litigators,” *Benchmark*’s “Top 250 Women in Litigation,” and *The American*
27 *Lawyer*’s “Top 45 Women Litigators Under 45.” *The American Lawyer* has repeatedly recognized
28

1 Quinn Emanuel as one of the “Top Firms for Diversity” and has ranked Quinn Emanuel near the top
 2 10 percent in its annual diversity survey among the AmLaw 200 firms.

3 5. As is particularly relevant to this case, Quinn Emanuel is a leader in both antitrust
 4 litigation and class-action litigation, including, in particular, antitrust class-action litigation like this.
 5 In connection with these cases, Quinn Emanuel has obtained billions of dollars in settlements and trial
 6 verdicts for hundreds of thousands of plaintiffs over the years.

7 6. Quinn Emanuel’s extraordinary success in antitrust and class-action litigation, on
 8 behalf of both plaintiffs and defendants, makes Quinn Emanuel and Keller Lenkner the team best
 9 qualified to lead the User Class in this case.

10 **The Quinn Emanuel Team in This Case.**

11 7. I lead the *Klein* Plaintiffs’ case along with my partners at Quinn Emanuel—Kevin Y.
 12 Teruya, Manisha Sheth, and Adam B. Wolfson—and our co-counsel at Keller Lenkner. Below, I
 13 provide biographies summarizing some of our relevant experience.

14 8. **Stephen A. Swedlow:** I am Co-Managing Partner of Quinn Emanuel’s Chicago office.
 15 I have served as lead counsel in more than 20 trials. I have tried—as lead trial counsel—two class
 16 actions to verdict, and represented litigants in over 100 class-action cases, and I have also achieved
 17 substantial class-action settlements on behalf of class members in various cases. I was a Trial Lawyer
 18 of the Year finalist in 2003 for obtaining the largest civil verdict in Illinois history, and I have been
 19 named an Illinois “Super Lawyer” each year from 2006 through 2020. I previously served as a law
 20 clerk to the Honorable Jerome Farris of the United States Court of Appeals for the Ninth Circuit. My
 21 representative experiences include:

- 22 a. ***Health Republic Ins. Co. v. United States*, Case No. 1:16-cv-00259 (Fed. Cl.)**
 23 **and *Common Ground Healthcare Cooperative v. United States*, Case No.**
 24 **1:17-cv-00877 (Fed. Cl.):** I served as lead counsel representing certified
 25 classes of health insurers seeking recovery from the federal government based
 26 on the government’s failure to make risk corridor payments in violation of
 27 Section 1342 of the Affordable Care Act. Class members represented by
 28 Quinn Emanuel ultimately recovered **\$3.7 billion** after the Quinn Emanuel

1 team, including myself and Mr. Wolfson, filed the first case on these issues in
 2 the nation, setting forth the core legal and factual theory that the Supreme
 3 Court ultimately blessed as correct in mid-2020.

- 4 b. ***Hall-O’Neil et al v. Amazon Inc. et al*, Case No. 2:19-cv-00910 (W.D.**
 5 **Wash.):** I serve as co-lead counsel for a putative class of minors pursuing
 6 claims against Amazon. The minors allege that Amazon’s Alexa Devices
 7 recorded them without their consent. The district court denied Amazon’s
 8 motion to compel arbitration of the minors’ claims, and Amazon’s appeal is
 9 pending before the Ninth Circuit.
- 10 c. ***SaurikIT, LLC v. Apple Inc.*, Case No. 4:20-cv-08733-YGR (N.D. Cal.):** I
 11 represent plaintiff Cydia—a software company that launched an app store for
 12 the Apple iPhone—in an antitrust action against Apple. Cydia alleges that
 13 Apple has monopolized the iOS app distribution and iOS app payment
 14 processing markets and engaged in unreasonable restraints of trade as well as
 15 unfair competition. The case is currently pending.
- 16 d. ***IQVIA Inc. et al. v. Veeva Systems, Inc.*, Case Nos. 2:17-cv-00177-CCC**
 17 **(D.N.J) and 2:19-cv-15517-CCC (D.N.J.):** I represent plaintiff IQVIA—a
 18 life science data company—in a series of lawsuits currently pending against
 19 Veeva. IQVIA is pursuing trade secret misappropriation claims against Veeva,
 20 and defending against Veeva’s antitrust counterclaims, brought under federal
 21 and state (California) law.
- 22 e. ***Apple Inc. v. Qualcomm Inc.*, Case No. 3:17-cv-00108-GPC (S.D. Cal.):** I
 23 was trial counsel for Qualcomm in its multi-billion dollar litigation against
 24 Apple. In addition to the parties’ contract, patent, and other claims at issue in
 25 the case, Apple pursued antitrust claims against Qualcomm under federal and
 26 state (California) law. The case settled favorably during opening arguments.
- 27 f. ***Oakland Bulk & Oversized Terminal, LLC v. City of Oakland*, Case No.**
 28 **3:16-cv-07014-VC (N.D. Cal.):** I was trial counsel on behalf of plaintiff

Oakland Bulk & Oversized Terminal, a real estate developer, in a bench trial against the City of Oakland. Following trial, the Court found in the plaintiff's favor on every issue, holding that the City had breached its Development Agreement with the plaintiff, and enjoining the enforcement of the City's legislation proscribing coal from being handled at the terminal.

- g. ***KCBX Terminals Co. v. IEPA*, Case No. PCB 2014-110 (Illinois Pollution Control Board); *Martin et al v. KCBX Terminals Company et al.*, Case No. 1:13-cv-08376 (N.D. Ill.):** I served as lead counsel on behalf of Defendants in a number of lawsuits relating to the handling of petroleum coke and coal at transfer terminals in Chicago. I was lead counsel in a trial against the Illinois Environmental Protection Agency, in which the Illinois Pollution Control Board found in my client's favor on every issue. In addition, I represented Defendants in a class-action lawsuit in federal court, which concluded in a favorable settlement for our clients.
- h. ***Harris et al v. comScore, Inc.*, Case No. 1:11-cv-05807 (N.D. Ill.):** I represented comScore in one of the largest certified data privacy class actions in the country, successfully negotiating a favorable settlement with counsel for the class.
- i. ***Adaptix, Inc. v. Alcatel-Lucent USA, Inc. et al.*, Case No. 6:12-cv-00022-RWS (E.D. Tex.):** I was co-lead trial counsel on behalf of Defendants Alcatel Lucent, AT&T, Verizon, and Sprint, in a \$100 million patent infringement case. At trial, Defendants won a **complete defense verdict** from the jury, which found all of the asserted claims not infringed and otherwise invalid.
- j. ***Price et al v. Philip Morris, Inc.*, Case No. 00-L-112 (Ill. Cir. Ct.):** I served as trial counsel for a class of consumers asserting consumer protection claims against Philip Morris. At trial, the class obtained **\$10.1 billion**—the largest verdict in the history of the Illinois court system.

1 9. **Kevin Y. Teruya:** Mr. Teruya is a partner in Quinn Emanuel’s Los Angeles office.
 2 Mr. Teruya’s practice focuses primarily on antitrust and unfair competition litigation, and he has been
 3 recognized as a “Super Lawyer” by *Southern California Super Lawyer* for years and one of the 500
 4 leading plaintiff financial lawyers by *Lawdragon*. Mr. Teruya has served as an officer of the
 5 Executive Committee of the Antitrust & Unfair Competition Law Section of the State Bar of
 6 California, an officer of the Executive Committee of the Antitrust Section of the Los Angeles County
 7 Bar Association, and as a member of the editorial board for the annual “California Antitrust and
 8 Unfair Competition Law” treatise. Mr. Teruya previously served as a law clerk to the Honorable
 9 Herbert Y.C. Choy of the United States Court of Appeals for the Ninth Circuit. Some of Mr. Teruya’s
 10 representative experiences include:

- 11 a. ***Rambus Inc. v. Micron Technology Inc. et al*, Case No. CGC-04-431105**
 12 **(Cal. Super. Ct.):** Mr. Teruya served as part of the trial team for defendant
 13 Micron Technology, Inc. in an antitrust action involving an alleged conspiracy
 14 to boycott certain computer memory chips. Plaintiff Rambus sought **\$4**
 15 **billion—trebled to \$12 billion—**from Micron. After a three month trial, the
 16 jury rejected Rambus’ claims, **awarding no damages.**
- 17 b. ***Social Ranger LLC v. Facebook Inc.*, Case No. 1:14-cv-01525-LPS (D.**
 18 **Del.):** Mr. Teruya served as counsel for plaintiff Social Ranger LLC in an
 19 antitrust action against Facebook. The plaintiff, a technology company,
 20 asserted claims against Facebook for tying and monopolization in the market
 21 for virtual currency services on social game networks. The case was resolved
 22 shortly before trial in 2017.
- 23 c. ***FCA US LLC v. Yazaki Corp. et al*, Case No. 2:17-cv-14138 (E.D. Mich.):**
 24 Mr. Teruya served as part of a team that represented Fiat Chrysler Automobiles
 25 US LLC in a billion-dollar antitrust action against Yazaki Corporation and
 26 Yazaki North America, Inc. This action was part of the multi-district litigation
 27 (*In re Automotive Parts Antitrust Litigation*) arising from the largest criminal
 28 antitrust investigation in U.S. history. The action arose from a long-running

1 global conspiracy by Yazaki and its co-conspirators to fix prices, rig bids, and
 2 allocate customers for wire harnesses sold to original equipment manufacturers
 3 for automobiles. The matter was resolved after summary judgment briefing in
 4 2020.

5 d. ***Polyurethane Foam Antitrust Litig., Case No. 10-md-02196 (N.D. Ohio):***

6 Mr. Teruya served as part of a lead counsel team that represented a class of
 7 direct purchaser plaintiffs in an antitrust action involving a price-fixing
 8 conspiracy between over two dozen defendants in the polyurethane foam
 9 industry. In that case, which Mr. Teruya helped lead day-to-day, the Court
 10 certified a nationwide class of direct purchasers, denied the defendants'
 11 multiple summary judgment motions, and brought the case within two weeks
 12 of trial after ruling on all major pretrial issues. Through Mr. Teruya's and the
 13 team's efforts, the class obtained more than **\$430 million** in settlements.

14 e. ***Complete Entertainment Resources LLC v. Live Nation Entertainment, Inc.***

15 ***et al, Case No. 2:15-cv-09814 (C.D. Cal.):*** Mr. Teruya served as part of a
 16 team that represented Songkick, a startup innovator in the live music industry,
 17 which brought an antitrust action against Live Nation and Ticketmaster
 18 regarding exclusive dealing, tying, and other acts of monopolization in the
 19 market for artist presale ticketing services. Through Mr. Teruya's and the
 20 team's efforts, Songkick was the first plaintiff to survive a motion for
 21 summary judgment on antitrust claims against Ticketmaster and obtained **\$110**
 22 **million** in settlement plus the acquisition of its assets (for a confidential sum)
 23 just shortly before trial.

24 f. ***Van Iderstine et al v. Live Nation Entertainment, Inc. et al, Case No. 2:20-***

25 ***cv-03888-GW (C.D. Cal.):*** Mr. Teruya currently serves as part of a team that
 26 represents a putative class of ticket purchasers in an antitrust class action
 27 against Live Nation and Ticketmaster. The plaintiffs allege, *inter alia*, that
 28 Live Nation and Ticketmaster violated federal antitrust laws by monopolizing

and/or attempting to monopolize the relevant markets for primary and secondary ticketing services for major concert venues, and by restraining competition in those markets. The case is currently pending.

g. ***Ashton Woods Holdings L.L.C. et al v. USG Corp. et al*, Case No. 4:15-cv-01247-HSG (N.D. Cal.):** Mr. Teruya is part of the trial team representing homebuilder plaintiffs against drywall manufacturers. Plaintiffs allege that the defendants conspired to fix the prices of drywall in the United States, and plaintiffs seek damages (before trebling) in excess of \$200 million. This action was part of multi-district litigation (*In re: Domestic Drywall Antitrust Litigation*) then-pending in the United States District Court for the Eastern District of Pennsylvania and was recently remanded back to the Northern District of California for trial.

h. ***In re: German Automotive Manufacturers Antitrust Litig.*, Case No. 3:17-md-02796-CRB (N.D. Cal.):** Mr. Teruya served as defense counsel for Daimler AG and Mercedes-Benz USA, LLC in multi-district, antitrust class-action litigation involving claims that major German auto manufacturers conspired to reduce innovation in their passenger vehicles throughout the world. The Court recently **dismissed—with prejudice**—the putative consumer and auto dealers classes’ claims.

i. ***In re Cathode Ray Tube Antitrust Litig.*, Case No. 07-cv-05944-JST (N.D. Cal.):** Mr. Teruya served as part of the team that defended Mitsubishi Electric Corporation and two of its U.S. subsidiaries in multiple antitrust class and individual actions involving allegations of an international price-fixing conspiracy spanning more than a decade in the multi-billion dollar market for cathode ray tubes.

j. ***Intuit Inc. et al v. Visa Inc. et al*, Case No. 3:21-cv-01234-EMC (N.D. Cal.):** Mr. Teruya serves as part of the team pursuing treble damages antitrust claims against Visa and MasterCard based on their use of anti-competitive agreements

1 which limit competition and fix the interchange fees paid by merchants and
 2 payment processors. The case is currently pending.

3 10. **Manisha M. Sheth:** Ms. Sheth is a partner in Quinn Emanuel’s New York office. She
 4 is a seasoned trial lawyer with over 20 years of experience in both private practice and as a former
 5 federal state and prosecutor. Ms. Sheth recently served as the Executive Deputy Attorney General for
 6 the Economic Justice Division at the Office of the New York Attorney General, where she supervised
 7 all complex commercial investigations and civil enforcement actions in the areas of antitrust, data
 8 security and privacy, consumer frauds, securities, government fraud, and real estate finance. In that
 9 role, Ms. Sheth was responsible for the decision to open an investigation, file an enforcement action,
 10 case development and strategy, and matter resolution, whether by trial or settlement. Ms. Sheth was
 11 responsible for all civil and criminal antitrust matters in the State of New York, including supervising
 12 the Office of the New York Attorney General’s Antitrust Bureau. Among other accolades, Ms. Sheth
 13 was named in *Crain’s New York Business* “Notable Women in Law” list (2021); *Lawdragon’s* 500
 14 Leading Plaintiff Financial Lawyers Guide in business litigation (2019–2020); *Crain’s New York*
 15 *Business* “40 under 40” list (2013); and *The National Law Journal’s* “Minority 40 under 40” list
 16 (2011). Ms. Sheth previously served as a federal prosecutor for five years, during which time she
 17 indicted over thirty-five cases, conducted numerous trials, and argued several appeals before the
 18 United States Court of Appeals for the Third Circuit. Ms. Sheth previously served as a law clerk to
 19 the Honorable William H. Pauley III of the United States District Court for the Southern District of
 20 New York. Some of Ms. Sheth’s representative experiences include:

- 21 a. ***Federal Housing Finance Agency v. Nomura Holding America, Inc. et al,***
 22 **Case No. 1:11-cv-06201-DLC (S.D.N.Y.):** Ms. Sheth was part of the team
 23 that represented the Federal Housing Finance Agency (“FHFA”) in its
 24 landmark Residential Mortgage-Backed Security (“RMBS”) litigation against
 25 numerous financial institutions arising from its Conservatorship for Fannie
 26 Made and Freddie Mac, resulting in a total recovery of approximately **\$23**
 27 **billion.** Ms. Sheth served as trial counsel in the case against Nomura Holdings
 28 Inc. and RBS Securities, Inc., and she and the trial team obtained an **\$806**

1 **million** judgment on behalf of the FHFA which the United States Court of
 2 Appeals for the Second Circuit subsequently affirmed on appeal.

3 b. ***In the Matter of Royal Bank of Scotland, (N.Y.O.A.G.):*** Ms. Sheth
 4 represented the State of New York in obtaining a **\$500 million** settlement
 5 against the Royal Bank of Scotland regarding its deceptive practices and
 6 misrepresentations to investors in connection with the packaging, marketing,
 7 sale, and issuance of residential mortgage-backed securities.

8 c. ***The People of the State of New York v. Sprint Communications, Inc. et al,***
 9 ***Case No. 103917/2011 (Sup. Ct. N.Y.):*** Ms. Sheth represented the State of
 10 New York in obtaining a record **\$330 million** settlement against Sprint
 11 Communications, Inc. in groundbreaking False Claims Act litigation regarding
 12 Sprint's failure to collect and remit state and local sales taxes.

13 d. ***In the Matter of UBS Securities LLC et al, (N.Y.O.A.G.):*** Ms. Sheth
 14 represented the State of New York in obtaining a **\$230 million** settlement
 15 against UBS Securities regarding its deceptive practices and
 16 misrepresentations to investors in connection with the packaging, marketing,
 17 sale, and issuance of residential mortgage-backed securities.

18 e. ***State Attorneys' General Antitrust Investigation Regarding London***
 19 ***Interbank Offered Rate ("LIBOR"):*** On behalf of a multi-state group, Ms.
 20 Sheth helped obtain civil settlements against Deutsche Bank AG for **\$220**
 21 **million**, Barclays PLC for **\$100 million**, Citibank NA for **\$100 million**, and
 22 UBS AG for **\$68 million**.

23 f. ***The People of the State of New York v. Charter Communications, Inc. et al,***
 24 ***Case No. 450318/2017 (Sup. Ct. N.Y.):*** Ms. Sheth represented the State of
 25 New York in an enforcement action against Charter Communications, Inc. and
 26 Spectrum Management Holding Company, f/k/a Time Warner Cable, obtaining
 27 a record-breaking **\$174.2 million** settlement related to misrepresentations
 28 regarding internet speed, reliability, and access to content.

- g. ***In the Matter of Wells Fargo & Company, (N.Y.O.A.G.):*** Ms. Sheth represented the State of New York in obtaining a **\$65 million** settlement against Wells Fargo in connection with its cross-selling practices.
- h. ***In the Matter of Bank of America Corp. et al, (N.Y.O.A.G.):*** Ms. Sheth represented the State of New York in obtaining a record-breaking **\$42 million** settlement against Bank of America and Merrill Lynch regarding their fraudulent electronic trading practices.
- i. ***State of New York ex rel. v. Harbringer Capital Partners Offshore Manager, L.L.C., et al, Case No. 100416/2015 (Sup. Ct. N.Y.):*** Ms. Sheth represented the State of New York in its suit against a New York-based hedge fund manager, obtaining a **\$30 million** settlement to resolve claims that the manager knowingly evaded New York State and New York City taxes.
- j. ***In the Matter of Credit Suisse Securities (USA) LLC, (N.Y.O.A.G.):*** Ms. Sheth represented the State of New York in obtaining a **\$10 million** settlement against Credit Suisse for fraudulent electronic trading practices.
- k. ***In the Matter of Simon Property Group, Inc., (N.Y.O.A.G.):*** Ms. Sheth represented the State of New York in its monopolization investigation into Simon Properties, developer of the Woodbury Commons Outlet Mall, obtain a civil settlement.
- l. ***In the Matter of Taylor Garbage Service, Inc., (N.Y.O.A.G.):*** Ms. Sheth helped obtain a civil settlement and criminal pleas against two trash hauling companies in Broome County, New York, regarding the companies' price-fixing and market allocation scheme.
- m. ***Representation of Gilead Sciences, Inc.:*** Ms. Sheth represents Gilead Sciences in multiple cases arising under the False Claims Act and its state-law equivalents, which remain pending in multiple state and federal courts.

11. **Adam B. Wolfson:** Mr. Wolfson is a partner in Quinn Emanuel's Los Angeles office who represents both plaintiffs and defendants in antitrust, class-action, and other litigation. Mr.

1 Wolfson has been named a “Rising Star” in Class Actions by *Law360*, among the top 500 plaintiffs’
 2 financial lawyers in the nation by *Lawdragon*, and a Recommended Lawyer in Antitrust by *Legal 500*
 3 *USA*. Some of Mr. Wolfson’s representative experiences include:

- 4 a. ***Health Republic Insurance Co. v. United States, Case No. 1:16-cv-00259***
 5 **(Fed. Cl.):** Mr. Wolfson served as part of the lead counsel team that
 6 represented a certified class of health insurers seeking recovery from the
 7 federal government based on the government’s failure to make risk corridor
 8 payments in violation of Section 1342 of the Affordable Care Act. Class
 9 members ultimately recovered **\$3.7 billion** after Mr. Swedlow, Mr. Wolfson,
 10 and the Quinn Emanuel team filed the first case on these issues in the nation,
 11 setting forth the core legal and factual theory that the Supreme Court
 12 ultimately blessed as correct in mid-2020.
- 13 b. ***In re: 3M Combat Arms Earplug Products Liability Litig., Case No. 3:19-***
 14 ***md-2885 (N.D. Fla.):*** Mr. Wolfson serves on the Executive Committee in this
 15 multi-district litigation involving product liability and other claims on behalf of
 16 over 250,000 military veterans who suffered hearing loss and other injuries as
 17 a result of defective earplugs.
- 18 c. ***Polyurethane Foam Antitrust Litig., Case No. 10-md-02196 (N.D. Ohio):***
 19 Mr. Wolfson served as part of a lead counsel team that represented a class of
 20 direct purchaser plaintiffs in an antitrust action involving a price-fixing
 21 conspiracy between over two dozen defendants in the polyurethane foam
 22 industry. In that case, which Mr. Wolfson helped lead day-to-day from the
 23 complaint forward, the Court certified a nationwide class of direct purchasers,
 24 denied the defendants’ multiple summary judgment motions, and brought the
 25 case within two weeks of trial after ruling on all major pretrial issues. Through
 26 Mr. Wolfson’s and the team’s effort, the class obtained more than **\$430**
 27 **million** in settlements.

- d. ***Complete Entertainment Resources LLC v. Live Nation Entertainment, Inc. et al*, Case No. 2:15-cv-09814 (C.D. Cal.):** Mr. Wolfson served as part of a team that represented Songkick, a startup innovator in the live music industry, which brought an antitrust action against Live Nation and Ticketmaster regarding exclusive dealing, tying, and other acts of monopolization in the market for artist presale ticketing services. Through Mr. Wolfson's and the team's efforts, Songkick was the first plaintiff to survive a motion for summary judgment on antitrust claims against Ticketmaster and obtained **\$110 million** in settlement plus the acquisition of its assets (for a confidential sum) just shortly before trial.
- e. ***Van Iderstine et al v. Live Nation Entertainment, Inc. et al*, Case No. 2:20-cv-03888-GW (C.D. Cal.):** Mr. Wolfson currently serves as part of a team that represents a putative class of ticket purchasers in an antitrust class action against Live Nation and Ticketmaster. The plaintiffs allege, *inter alia*, that Live Nation and Ticketmaster violated federal antitrust laws by monopolizing and/or attempting to monopolize the relevant markets for primary and secondary ticketing services for major concert venues, and by restraining competition in those markets. The case is currently pending.
- f. ***Ashton Woods Holdings L.L.C. et al v. USG Corp. et al*, Case No. 4:15-cv-01247-HSG (N.D. Cal.):** Mr. Wolfson is part of the trial team representing homebuilder plaintiffs against drywall manufacturers. Plaintiffs allege that the defendants conspired to fix the prices of drywall in the United States, and plaintiffs seek damages (before trebling) in excess of \$200 million. This action was part of multi-district litigation (*In re: Domestic Drywall Antitrust Litigation*) then-pending in the United States District Court for the Eastern District of Pennsylvania and was recently remanded back to the Northern District of California for trial.

- 1 g. ***Mackmin et al v. Visa Inc. et al, Case No. 1:11-cv-01831 (D.D.C.):*** Mr.
- 2 Wolfson currently serves as part of the team acting as co-lead interim class
- 3 counsel for consumers in an antitrust action seeking remuneration for
- 4 artificially-inflated, supra-competitive surcharges at bank-owned ATMs
- 5 throughout the country. The plaintiffs recently reached a settlement with three
- 6 of the bank defendants in that case for **\$66.7 million** and have fully briefed
- 7 their motion for class certification, which remains pending as of this
- 8 submission. The plaintiffs continue to pursue claims against the remaining
- 9 defendants for more than \$1 billion, and Mr. Wolfson leads that case day-to-
- 10 day.
- 11 h. ***In re: German Automotive Manufacturers Antitrust Litigation, Case No.***
- 12 ***3:17-md-02796-CRB (N.D. Cal.):*** Mr. Wolfson served as defense counsel for
- 13 Daimler AG and Mercedes-Benz USA, LLC in multi-district, antitrust class-
- 14 action litigation involving claims that major German auto manufacturers
- 15 conspired to reduce innovation in their passenger vehicles throughout the
- 16 world. The Court recently **dismissed—with prejudice**—the putative
- 17 consumer and auto dealers classes’ claims.
- 18 i. ***SaurikIT, LLC v. Apple Inc., Case No. 4:20-cv-08733-YGR (N.D. Cal.):***
- 19 Along with Mr. Swedlow, Mr. Wolfson currently serves as part of a team
- 20 representing plaintiff Cydia—a software company that launched an app store
- 21 for the Apple iPhone before Apple created its own—in an antitrust action
- 22 against Apple. Cydia alleges that Apple has monopolized the iOS app
- 23 distribution and iOS app payment processing markets and engaged in
- 24 unreasonable restraints of trade as well as unfair competition. The case is
- 25 currently pending.
- 26 j. ***Transweb, LLC v. 3M Innovative Properties Company et al, Case No. 2:10-***
- 27 ***cv-04413-FSH (D.N.J.):*** Mr. Wolfson served as part of the trial team that
- 28 represented plaintiff Transweb, LLC in an antitrust and patent dispute. The

plaintiff prevailed at trial and obtained a rare *Walker Process* antitrust fraud verdict, including **\$26 million** in antitrust damages.

k. ***Intuit Inc. et al v. Visa Inc. et al*, Case No. 3:21-cv-01234-EMC (N.D. Cal.):**

Mr. Wolfson serves as part of the team pursuing treble damages antitrust claims against Visa and MasterCard based on their use of anti-competitive agreements which limit competition and fix the interchange fees paid by merchants and payment processors. The case is currently pending.

12. My partners and I are supported by a team of associates and other legal professionals in this case who regularly handle extraordinarily complex and high-stakes litigation disputes. For example, Quinn Emanuel associate **Michelle R. Schmit** regularly represents litigants in antitrust, class-action, and consumer privacy litigation, among other cases. Ms. Schmit’s representative experience includes *IQVIA Inc. et al v. Veeva Systems, Inc.*, Case Nos. 2:17-cv-00177-CCC (D.N.J.) and 2:19-cv-15517-CCC (D.N.J.); *Apple Inc. v. Qualcomm Inc.*, Case No. 3:17-cv-00108-GPC(S.D. Cal.); *Oakland Bulk & Oversized Terminal, LLC v. City of Oakland*, Case No. 3:16-cv-07014-VC (N.D. Cal.); *KCBX Terminals Company v. IEPA*, Case No. PCB 2014-110 (Illinois Pollution Control Board); *Martin et al v. KCBX Terminals Company et al.*, Case No. 1:13-cv-08376 (N.D. Ill.); *Harris et al v. comScore, Inc.*, Case No. 1:11-cv-05807 (N.D. Ill.); and *Adaptix, Inc. v. Alcatel-Lucent USA, Inc. et al.*, Case No. 6:12-cv-00022-RWS (E.D. Tex.), each described in ¶ 8 above.

13. Quinn Emanuel associate **Brantley I. Pepperman**—a former law clerk to the Honorable Christina A. Snyder of the United States District Court for the Central District of California—has, in addition to this case, litigated a number of other antitrust matters including (among others): *FCA US LLC v. Yazaki Corp. et al*, Case No. 2:17-cv-14138 (E.D. Mich.); *Ashton Woods Holdings L.L.C. et al v. USG Corp. et al*, Case No. 4:15-cv-01247-HSG (N.D. Cal.); and *Mackmin et al v. Visa Inc. et al*, Case No. 1:11-cv-01831 (D.D.C.). Mr. Pepperman has previously served as a contributor to the “California Antitrust and Unfair Competition Law” treatise.

Quinn Emanuel’s Success On Behalf of Antitrust Plaintiffs.

14. When representing antitrust plaintiffs, Quinn Emanuel has recovered billions of dollars in both class actions and representations of plaintiffs in private litigation and “opt-out” cases. In

1 addition to the cases identified above, below is a representative sample of some of Quinn Emanuel's
 2 other recent representations and successes on behalf of antitrust plaintiffs:

- 3 a. ***In re: Credit Default Swaps Antitrust Litig., Case No. 13-md-02476***
 4 **(S.D.N.Y.):** Quinn Emanuel acted as one of two co-lead class counsel in this
 5 multi-district litigation, in which the plaintiffs alleged the defendants entered
 6 into a conspiracy to shut down and not do business with a rival credit default
 7 swaps ("CDS") trading platform, which inflated the spread on CDS products.
 8 In this role, which involved crafting the initial complaints, conducting
 9 discovery, and moving for class certification, Quinn Emanuel obtained over
 10 **\$1.87 billion** in settlements from the defendants.
- 11 b. ***Alaska Electrical Pension Fund v. Bank of America N.A., Case No. 14-cv-***
 12 **7126-JMF (S.D.N.Y.):** Quinn Emanuel served as co-lead class counsel for a
 13 class of investors asserting antitrust claims against large investment banks and
 14 their interest rate swaps broker-dealer. The Court gave final approval to
 15 settlements in excess of **\$500 million**, described the case as "the most
 16 complicated" it had ever seen, and observed that it could "not really imagine"
 17 how much more complicated "it would have been if I didn't have counsel who
 18 had done as admirable a job in briefing it and arguing it" as Quinn Emanuel.
- 19 c. ***In re SSA Bonds Antitrust Litig., Case No. 1:16-cv-03711-ER (S.D.N.Y.):***
 20 Quinn Emanuel was appointed to serve as co-lead class counsel in this antitrust
 21 action alleging that certain banks conspired to fix the prices of SSA bonds.
 22 The class secured settlements totaling **\$95.5 million**, and final approval of the
 23 settlement is pending.
- 24 d. ***In Re: Commodity Exchange, Inc., Gold Futures and Options Trading Litig.,***
 25 **Case No. 1:14-md-02548 (S.D.N.Y.):** Quinn Emanuel was appointed lead
 26 counsel, progressed past a motion to dismiss, and secured settlements worth
 27 **\$60 million** in this antitrust class action alleging manipulation of the "London
 28 PM Gold Fix" and the price of gold derivatives worldwide.

1 e. ***In re Interest Rate Swaps Antitrust Litig., Case No. 16-md-02704-JPO***
 2 **(S.D.N.Y.):** Quinn Emanuel was appointed co-lead class counsel in this class
 3 action asserting antitrust claims against financial institutions based on their
 4 refusal to open up interest rate swaps to exchange trading. Plaintiffs' motion
 5 for class certification remains pending.

6 f. ***In re Payment Card Interchange Fee and Merchant Discount Antitrust***
 7 ***Litig., Case No. 05-md-1720-JG (E.D.N.Y.):*** Quinn Emanuel represents,
 8 among others, The Home Depot as opt-out counsel in this multi-district
 9 litigation, where the plaintiffs allege that Visa, Mastercard, and several banks
 10 established anticompetitive rules and prices for interchange fees in the credit
 11 and debit card markets. Quinn Emanuel successfully appealed the entry of a
 12 2012 settlement that would have waived all merchants' future claims against
 13 the defendants, even though the merchants ostensibly had no ability to object
 14 to the settlement waiving those rights. Following remand, Quinn Emanuel is
 15 now litigating The Home Depot's and certain other opt-out plaintiffs' claims.

16 15. Quinn Emanuel has also litigated antitrust claims against Facebook. In 2014, Quinn
 17 Emanuel filed suit against Facebook on behalf of plaintiff Social Ranger LLC. *See Social Ranger*
 18 *LLC v. Facebook Inc.*, Case No. 1:14-cv-01525-LPS (D. Del.), Dkt. 1. In that case, Social Ranger—a
 19 software company that offered virtual currency services—alleged that Facebook used its dominance
 20 to monopolize the market for virtual currency services on social game networks. *Id.* During the
 21 course of the *Social Ranger* case, Quinn Emanuel and its co-counsel were able to compel the
 22 deposition of Facebook Chief Executive Officer Mark Zuckerberg. *See Social Ranger*, Dkt. 206. The
 23 case was ultimately resolved shortly before trial in 2017.

24 **Quinn Emanuel's Success on Behalf of Antitrust Defendants.**

25 16. Unlike many plaintiffs' firms, Quinn Emanuel also regularly represents defendants in
 26 antitrust and class-action litigation, which provides Quinn Emanuel with unique experience and
 27 expertise. On the defense side, Quinn Emanuel has achieved victories for companies—in a range of
 28 industries—accused of antitrust and competition law violations. We have won dismissals by motion,

1 and we have negotiated excellent settlements for our clients, including several settlements not
2 requiring any monetary payment.

3 17. But we are also a firm with the genuine ability to take antitrust cases to trial, and we
4 have done so with frequent success. For example, Quinn Emanuel led the trial defense team for
5 defendant Micron Technology, Inc. in an antitrust action involving an alleged conspiracy to boycott
6 certain computer memory chips. *See Rambus Inc. v. Micron Technology Inc. et al*, Case No. CGC-04-
7 431105 (Cal. Super. Ct.). Plaintiff Rambus sought **\$4 billion—trebled to \$12 billion**—from Micron.
8 After a three month trial, the jury rejected Rambus’ claims and **awarded no damages**. A true and
9 correct copy of a *Law360* article describing this victory—entitled “How They Won It: Quinn Wins
10 \$12B DRAM Trial for Micron”—is attached hereto as **Exhibit B**.

11 18. Some of Quinn Emanuel’s other successes representing antitrust defendants include:

- 12 a. ***In re: German Automotive Manufacturers Antitrust Litig., Case No. 3:17-***
13 ***md-02796-CRB (N.D. Cal.):*** Quinn Emanuel was defense counsel for
14 Daimler AG and Mercedes-Benz USA, LLC in multi-district, antitrust class-
15 action litigation involving claims that major German auto manufacturers
16 conspired to reduce innovation in their passenger vehicles throughout the
17 world. The Court recently **dismissed—with prejudice**—the putative
18 consumer and auto dealers classes’ claims.
- 19 b. ***In re Flash Memory Antitrust Litig., Case No. 4:07-cv-00086-SBA (N.D.***
20 ***Cal.):*** Quinn Emanuel defended Samsung in two price-fixing class actions,
21 brought by direct and indirect purchasers of NAND flash memory. Although
22 classes had been certified in similar cases, Quinn Emanuel successfully
23 defeated class certification motions in both actions.
- 24 c. ***Palivos et al v. Federation Internationale Football Association et al, Case***
25 ***No. 2:15-cv-01721-JCM (D. Nev.):*** Quinn Emanuel represented defendant
26 FIFA in this antitrust class action that alleged FIFA was engaged in a
27 conspiracy regarding the sale of hospitality packages to the 2014 World Cup.
28

1 Plaintiffs sought hundreds of millions of dollars. Quinn Emanuel obtained
 2 **dismissal with prejudice** at the pleading stage.

3 d. ***Pro Music Rights, LLC v. Apple Inc. et al*, Case No. 3:20-cv-00309-JAM (D.**
 4 **Conn.):** Quinn Emanuel secured the dismissal of all claims against defendant
 5 SoundCloud in this antitrust action alleging that SoundCloud and other
 6 companies conspired to drive the plaintiff out of business by refusing to license
 7 any of the plaintiff’s works. Quinn Emanuel obtained a stay of discovery
 8 pending a motion to dismiss, and the Court granted SoundCloud’s motion to
 9 dismiss, instructing the plaintiff to file an amended complaint only if it had
 10 “good faith grounds” to do so. The Court **dismissed the plaintiff’s case** after
 11 the plaintiff failed to file an amended complaint.

12 e. ***Golden Boy Promotions LLC et al v. Alan Haymon et al*, Case No. 2:15-cv-**
 13 **03378-JFW (C.D. Cal.):** Quinn Emanuel defended Haymon Sports—a
 14 prominent boxing management company—in a \$300 million antitrust lawsuit
 15 filed by boxing promotion companies. The plaintiffs alleged that Haymon
 16 attempted to monopolize the market for Championship-Caliber Boxers through
 17 a “tie-out” and a series of exclusive contracts. Quinn Emanuel obtained
 18 **summary judgment** on the plaintiffs’ claims.

19 f. ***Basic Your Best Buy, Inc., v. DirecTV, Inc.*, Case No. BC467034 (Cal.**
 20 **Super. Ct.):** Quinn Emanuel defended DirecTV in this \$83.7 million antitrust
 21 lawsuit. The plaintiff, a terminated retailer, asserted California Cartwright Act
 22 Claims based on DirecTV’s restrictions on its retailers. Quinn Emanuel
 23 prevailed in the trial court, obtaining **summary judgment**. The California
 24 Court of Appeal affirmed the trial court’s grant of summary judgment.

25 g. ***Novation Ventures, LLC v. The J.G. Wentworth Company, LLC et al*, Case**
 26 **No. 2:15-cv-00954 (C.D. Cal.):** Quinn Emanuel defended J.G. Wentworth in
 27 this antitrust case where the plaintiff, a competitor in the structured settlement
 28 market, challenged J.G. Wentworth’s acquisition of Peach Holdings. The

1 plaintiff also alleged that J.G. Wentworth's online advertising practices were
 2 themselves anticompetitive. Quinn Emanuel obtained **dismissal** of the
 3 plaintiff's claims **with prejudice**. The Ninth Circuit subsequently affirmed the
 4 district court's dismissal of the plaintiff's claims.

5 19. Quinn Emanuel's "both sides of the v." practice provides what I believe are unique
 6 insights into both the plaintiffs' and defendants' bar, and benefits our clients no matter on which side
 7 of a dispute they find themselves.

8 **QUINN EMANUEL'S AND KELLER LENKNER'S RIGOROUS PRE-FILING**
 9 **INVESTIGATION AND FIRST-FILED COMPLAINT**

10 20. Quinn Emanuel began investigating Facebook's anticompetitive conduct in 2019.

11 21. In connection with Quinn Emanuel's investigation, Quinn consulted with industry
 12 expert Dina Srinivasan, an antitrust and data privacy academic, in February 2019. Srinivasan is the
 13 author of *The Antitrust Case Against Facebook: A Monopolist's Journey Towards Pervasive*
 14 *Surveillance In Spite of Consumers' Preference for Privacy*, 16:1 Berkeley Bus. L. J. 39 (2019).

15 22. Quinn Emanuel and Keller Lenkner continued to investigate Facebook's
 16 anticompetitive conduct, carefully reviewing the reports of various governmental tribunals, including:

- 17 a. *Investigation of Competition in Digital Markets, Majority Staff Report and*
 18 *Recommendations*, prepared by the Antitrust Subcommittee of the United
 19 States House of Representatives;
- 20 b. *Disinformation and 'Fake News': Final Report*, prepared by the Digital,
 21 Culture, Media and Sport Committee of the United Kingdom's House of
 22 Commons; and
- 23 c. The German Federal Cartel Office's decision against Facebook: *Administrative*
 24 *Proceedings, Bundeskartellamt, B6-22/16*.

25 23. Quinn Emanuel's and Keller Lenkner's investigation included an expansive review of
 26 other materials, including news articles, industry reports, academic and economic literature, and
 27 documents that Facebook produced in response to governmental inquiries.

24. During this time, Quinn Emanuel and Keller Lenkner undertook an extensive legal analysis of the possible antitrust claims presented by Facebook's misconduct. These discussions centered on, *inter alia*, defining the relevant markets and refining the theories for how Facebook's privacy practices: (a) constituted anticompetitive conduct under the antitrust laws, (b) reinforced the anticompetitive nature of Facebook's acquisition strategies, and (c) harmed the user class.

25. Quinn Emanuel's and KL's exhaustive investigation culminated in Quinn Emanuel and Keller Lenkner filing the first of its kind antitrust complaint against Facebook on December 3, 2020. *See Klein et al. v. Facebook, Inc.*, Case No. 5:20-cv-08570-LHK (N.D. Cal.), Dkt 1.

26. It was not until nearly one week later, on December 9, 2020, that a coalition of State Attorneys General and the Federal Trade Commission each filed antitrust lawsuits against Facebook in the United States District Court for the District of Columbia. *See State of New York et al v. Facebook, Inc.*, Case No. 1:20-cv-03589-JEB (D.D.C.), Dkt. 1; *Federal Trade Commission v. Facebook, Inc.*, Case No. 1:20-cv-03590-JEB (D.D.C.), Dkt. 1. It was not until after *that* that other law firms began to file pile-on suits against Facebook.

27. Below is a table briefly describing the various antitrust class actions against Facebook pending before the Court:

	<u>Putative Class(es)</u>	<u>Relevant Market(s)</u>
<i>Klein</i> 5:20-cv-08570 (filed 12/3/2020)	The Antitrust Consumer Class and the Unjust Enrichment Class.	The Social Network Market and the Social Media Market in the United States.
<i>Sherman</i> 5:20-cv-08721 (filed 12/9/2020)	Antitrust Facebook User Class; Unjust Enrichment Class; and Antitrust Facebook Advertiser Class.	The Social Network Market and the Social Media Market in the United States.
<i>Kupcho</i> 5:20-cv-08815 (filed 12/11/2020)	The Antitrust Consumer Class and the Unjust Enrichment Consumer Class.	The Social Network Market and the Social Media Market in the United States.
<i>Dames</i> 5:20-cv-08817 (filed 12/11/2020)	The Antitrust Class and the Unjust Enrichment Class.	The Personal Social Networking Market in the United States.

	<u>Putative Class(es)</u>	<u>Relevant Market(s)</u>
1 2 3 4 5 6 7 8 9 10 11 12 13 14 15	<i>Steinberg</i> 5:20-cv-09130 (filed 12/17/2020)	The Antitrust Class and the Unjust Enrichment Class.
	<i>Affilius</i> 5:20-cv-09217 (filed 12/18/2020)	The Pre-2018 Nationwide Advertiser Class and the Post-2018 Nationwide Advertiser Class.
	<i>Layser</i> 5:21-cv-00337 (filed 1/13/2021)	Advertiser Purchaser Class.
	<i>Garvin</i> 5:21-cv-00618 (filed 1/26/2021)	The Social Network Market and the Social Advertising Market in the United States.
	<i>Kovacevich</i> 5:21-cv-01117 (filed 2/15/2021)	The Nationwide Consumer Class and the California Consumer Class.
		The Social Network Market and the Social Media Market in the United States.

28. Many of these complaints—particularly those filed on behalf of putative classes of Facebook users (as opposed to advertisers that purchase Facebook’s advertising services)—are substantially similar to the complaint that Quinn Emanuel and Keller Lenkner prepared and filed in the *Klein* case.

29. Some of these later complaints, including those filed in the *Kupcho*, *Garvin*, and *Kovacevich* cases, are ***nearly identical*** to the complaint that Quinn Emanuel and Keller Lenkner filed in the *Klein* case. Compare *Klein et al v. Facebook, Inc.*, Case No. 5:20-cv-08570-LHK, Dkt. 1 (*Klein* complaint) with *Kupcho v. Facebook, Inc.*, Case No. 5:20-cv-08815-LHK, Dkt. 1 (*Kupcho* complaint); *Garvin v. Facebook, Inc.*, Case No. 5:21-cv-00618-LHK, Dkt. 1 (*Garvin* complaint); *Kovacevich v. Facebook, Inc.*, Case No. 5:21-cv-01117-LHK, Dkt. 1 (*Kovacevich* complaint).

30. In particular, the *Kupcho* and *Garvin* complaints even include the same custom hyperlinks that Quinn Emanuel and Keller Lenkner created to host some of the documents that we cited to in the *Klein* complaint. For example, Quinn Emanuel’s and Keller Lenkner’s *Klein* complaint

1 cites to the House Antitrust Subcommittee Report, which Keller Lenkner has made available through a
 2 link it hosts at <https://kl.link/3jGISfK> (“kl” for Keller Lenkner). *Compare Klein*, Dkt. 1 at 3 n.2
 3 (hyperlink in *Klein* complaint making document available through a link hosted by Keller Lenkner at
 4 <https://kl.link/3jGISfK>.); *with Kupcho*, Dkt. 1 at 4 n.2 (*Kupcho* complaint citing same document
 5 hosted at same Keller Lenkner hyperlink); *Garvin*, Dkt. 1 at 2 n.2 (*Garvin* complaint citing same
 6 document at same Keller Lenkner hyperlink).

7 **QUINN EMANUEL AND KELLER LENKNER HAVE WORKED COOPERATIVELY**
 8 **WITH OTHER COUNSEL AND WILL CONTINUE TO DO SO**

9 31. After various State Attorneys General and the Federal Trade Commission each filed
 10 antitrust suits against Facebook, Quinn Emanuel and Keller Lenkner reached out to the various State
 11 Attorneys General and the Federal Trade Commission to establish open channels of communication as
 12 the various private plaintiff and public entities cases proceed. As a result of our outreach in this case,
 13 and by virtue of the number of attorneys at each of our firms that have served in the highest levels of
 14 state and federal governments, Quinn Emanuel and Keller Lenkner have strong relationships with
 15 these public entities.

16 32. Quinn Emanuel and Keller Lenkner have also worked constructively with counsel for
 17 Facebook and cooperatively with counsel for the other User and Advertiser plaintiffs. For example,
 18 prior to filing a motion to relate *Kupcho*, *Dames*, and *Steinberg* to *Klein* on January 4, 2021, Quinn
 19 Emanuel and Keller Lenkner reached out to counsel for these other plaintiffs and counsel for
 20 Facebook on December 30, 2020, to determine whether they would stipulate to the *Klein* Plaintiffs’
 21 motion. *See Klein*, Dkt. 34-2, at ¶¶ 6–9.

22 33. Counsel for the *Dames* and *Steinberg* plaintiffs agreed to stipulate to the *Klein*
 23 Plaintiffs’ motion. *See Klein*, Dkt. 34-2, at ¶¶ 6, 9. Counsel for the *Kupcho* plaintiff indicated that the
 24 *Kupcho* plaintiff took no position on the *Klein* Plaintiffs’ motion while the various motions to relate in
 25 *Reveal Chat* were pending before Judge Freeman. *Id.* ¶ 8.

26 34. After Judge Freeman denied the various motions to relate in *Reveal Chat* on January
 27 21, 2021, Quinn Emanuel and Keller Lenkner again reached out to counsel for the *Kupcho*, *Dames*,
 28 and *Steinberg* plaintiffs and counsel for Facebook on January 22, 2021, proposing a solution that

1 addressed case management issues such as the proper assignment of these cases to this Court, the
2 filing of a consolidated complaint, and allowing Facebook to respond to a consolidated complaint
3 instead of any individual complaint.

4 35. Between January 23 and January 24, 2021, counsel for the *Kupcho*, *Dames*, and
5 *Steinberg* plaintiffs agreed to Quinn Emanuel's and Keller Lenkner's proposal. Quinn Emanuel and
6 Keller Lenkner further discussed the proposal with counsel for the *Kupcho*, *Dames*, and *Steinberg*
7 plaintiffs during a group discussion on January 27, 2021, and Quinn Emanuel and Keller Lenkner took
8 the lead in reducing the agreed-upon proposal to writing.

9 36. Quinn Emanuel and Keller Lenkner likewise discussed the proposal with counsel for
10 Facebook during a telephonic conference on January 27, 2021.

11 37. On January 31, 2021, Quinn Emanuel and Keller Lenkner circulated the proposal to
12 counsel for plaintiffs in all of the then-pending User and Advertiser cases.

13 38. Between January 31, 2021, and February 8, 2021, Quinn Emanuel and Keller Lenkner
14 had continued discussions with counsel for various of the other User and Advertiser plaintiffs
15 regarding Quinn Emanuel's and Keller Lenkner's proposal.

16 39. On February 9, 2021, the Court issued an order addressing the relation of cases and
17 setting a schedule for the appointment of class counsel, among other dates.

18 40. Following the Court's order, and in an effort to work cooperatively with counsel for
19 other the other User and Advertiser plaintiffs, Quinn Emanuel and Keller Lenkner have continued to
20 build consensus among the various User and Advertiser plaintiffs regarding case management issues.

21 41. Should the Court appoint me, Warren Postman, and our respective firms—Quinn
22 Emanuel and Keller Lenkner—as Interim Co-Lead User Class Counsel, we will continue to work
23 cooperatively with other counsel.

24 **QUINN EMANUEL AND KELLER LENKNER HAVE ALREADY RETAINED AND ARE**
25 **CONSULTING WITH RENOWNED EXPERTS**

26 42. Litigating the User Class's claims will required the support of experts. Quinn Emanuel
27 and Keller Lenkner have already retained and consulted with several renowned experts with extensive
28 academic and government backgrounds who would opine on liability and damages issues.

43. In addition, should Quinn Emanuel and Keller Lenkner be appointed, Dina Srinivasan, a retained consultant, will continue to provide important industry expertise regarding social media platforms, social networks, data privacy issues, and other critical matters.

COMMITMENT TO FEE, TIME, AND COST CONTROLS

44. I, Warren Postman, and the other Quinn Emanuel and Keller Lenkner attorneys pursuing this case are committed to litigating the User Class’s claims as efficiently as possible.

45. Quinn Emanuel and Keller Lenkner each have renowned technological capabilities that we have utilized to reduce costs.

46. In recent times, including during the COVID-19 pandemic, Quinn Emanuel has taken advantage of these technological capabilities to—by completely remote means—open new offices and prevail at trial and in arbitrations.

47. Quinn Emanuel’s use of such technology has been recognized in various legal publications, including *Law360*, *The National Law Journal*, and *The American Lawyer*. A true and correct copy of the *Law360* article entitled “10 Tips For A Successful Remote Arbitration Hearing” is attached hereto as **Exhibit C**. A true and correct copy of *The National Law Journal* article entitled “In Their Words: How Lawyers Are Handling Virtual Trials” is attached hereto as **Exhibit D**. A true and correct copy of *The American Lawyer* article entitled “Learning From the Pandemic, Quinn Emanuel Will Now Hire Attorneys Outside Its Footprint” is attached hereto as **Exhibit E**.

48. I, Warren Postman, and the other Quinn Emanuel and Keller Lenkner attorneys pursuing this case are familiar with the Court’s expectations regarding attorneys’ fees in class actions, as reflected in the Court’s orders appointing interim class counsel in other cases.

49. Should the Court appoint Quinn Emanuel and Keller Lenkner as Interim Co-Lead User Class Counsel, Mr. Postman and I will:

- a. Perform a monthly review of all billing records for all staff, consultants, experts, and attorneys performing work on behalf of the User Class, striking duplicative or inefficient billing.
- b. Require that all billing be by task, and that such billing be contemporaneous, meaning that billing for each task will be recorded within 7 days of the task.

1 c. Ensure that only those law firms that the Court has previously authorized will
2 perform work on behalf of the User Class. Should the assistance of additional
3 firms be required, Quinn Emanuel and Keller Lenkner will seek approval from
4 the Court, identifying the additional counsel, their background, the specific
5 proposed tasks, and why such additional assistance is required.
6

7 I declare under penalty of perjury that the foregoing is true and correct.

8 Executed on this 5th day of March 2021 in Chicago, Illinois.
9

10 By /s/ Stephen A. Swedlow

11 Stephen A. Swedlow
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28